



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
Proposed Attorneys for the Debtors

In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631(GMB)

Judge: Gloria M. Burns

Chapter: 11

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363
AUTHORIZING CONTINUATION OF CERTAIN
CUSTOMER PRACTICES AND PROGRAMS**

The relief set forth on the following pages, numbered two (2) through three (3) is hereby
ORDERED.

DATED: 4/23/2008



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

Page 2

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order Pursuant to 11 U.S.C. §§ 105(a) and 363 Authorizing Continuation of Certain Customer Practices and Programs

Upon consideration of the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (the “Debtors”), for an order pursuant to 11 U.S.C. §§ 105(a) and 363, authorizing the Debtors to continue certain policies and practices related to the sale of products and services to their customers (the “Customer Practices”) prior to and after the Petition Date; the Court finding that the relief requested in the Motion is necessary to assure that operation of the Debtors’ businesses will not be disrupted and that the value thereof will not be impaired; it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is required; after due deliberation thereon; and sufficient cause appearing therefore; it is hereby ORDERED that:

1. The Motion is GRANTED.

2. Pursuant to 11 U.S.C. §§ 105(a) and 363, the Debtors are authorized, but not directed, to continue their Customer Practices, in the ordinary course of their businesses and consistent with their past business practices and are authorized, but not required to make all payments in connection therewith, regardless of whether such payments would result in the satisfaction of prepetition claims against the Debtors.

3. The Court shall retain jurisdiction over the Debtors with respect to any matters, claims, rights or disputes arising from or related to the Motion or implementation of this Order.

4. Except as otherwise set forth in the Motion, nothing herein shall be deemed: (a) as a waiver of the Debtors’ right to dispute any claim, including, but not limited to, any claim relating to the Customer Practices, (b) as an approval, assumption or adoption of any agreement

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Page 3

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order Pursuant to 11 U.S.C. §§ 105(a) and 363 Authorizing Continuation of Certain Customer Practices and Programs

or contract pursuant to 11 U.S.C. § 365, or (c) to prejudice the Debtors' right to seek relief under any section of the Bankruptcy Code on account of any amounts owed in respect of the Customer Practices.

5. The Debtors are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

6. Neither the provisions contained herein, nor the making of any payments by the Debtors of, or in any way impair, limit or otherwise affect, any cause of action the Debtors may have with respect to prepetition transfers pursuant to Chapter 5 of the Bankruptcy Code.

CHERRY_HILL\434583\1 220718.000

BAE SYSTEMS
Bankruptcy Noticing Center
2525 Network Place, 3rd Floor
Herndon, Virginia 20171-3514

Imaged Certificate of Service Page 4 of 4

CERTIFICATE OF SERVICE

District/off: 0312-1
Case: 08-14631

User: dfitzger
Form ID: pdf903

Page 1 of 1
Total Served: 1

Date Rcvd: Apr 23, 2008

The following entities were served by first class mail on Apr 25, 2008.
db +Shapes/Arch Holdings L.L.C., 9000 River Road, Delair, NJ 08110-3204

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 25, 2008

Signature:

